

B 186 1407

AGREEMENT OF MERGER

41657
APPROVED
By *[Signature]*
Date **DEC 16 1960**
Amount *2500*
312-61

Between

ARMCO STEEL CORPORATION
(an Ohio Corporation)

and

THE NATIONAL SUPPLY COMPANY
(an Ohio Corporation)

For the merger of The National Supply Company into Armco Steel Corporation pursuant to the provisions of Title 17, Chapter 1701, Section 1701.84 of the Revised Code of the State of Ohio.

B 186 1407

AGREEMENT OF MERGER, dated the 5th day of December, 1960, by and between **ARMCO STEEL CORPORATION** (hereinafter sometimes referred to as "Armco"), and **THE NATIONAL SUPPLY COMPANY** (hereinafter sometimes referred to as "Subsidiary"),

WITNESSETH:

WHEREAS, Armco is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated on June 29, 1917, under the name of The American Rolling Mill Company, and Subsidiary is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated March 19, 1958; and

WHEREAS, all the outstanding shares of Subsidiary are owned by Armco and neither Armco nor Subsidiary is insolvent; and

WHEREAS, the board of directors of each party hereto deems it advisable, for the general welfare and advantage of said corporations and their respective stockholders, that Subsidiary merge with and into Armco; and

WHEREAS, the board of directors of each party hereto has approved this Agreement of Merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto have agreed, and do hereby agree, each with the other, that Armco and Subsidiary shall be and they hereby are, merged into a single corporation, to wit, Armco, in the manner authorized and prescribed by the provisions of Section 1701.84 of the Revised Code of Ohio, as amended; and that the terms and conditions of the merger hereby agreed upon are and shall be as hereinafter set forth.

ARTICLE I

Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of Armco shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Subsidiary shall be merged into Armco, and Armco shall be fully vested therewith. The separate existence of Subsidiary, except in so far as it may be continued by statute, shall cease as soon as this agreement shall become effective, and thereupon Armco and Subsidiary shall become a single corporation, to wit, Armco, one of the parties hereto, which shall survive such merger and shall continue to exist under, and be governed by, the laws of the State of Ohio. Armco and Subsidiary are hereinafter sometimes referred to as the "Constituent Corporations", and the time at which the Constituent Corporations shall so become said single corporation is herein referred to as the "effective date of this Agreement of Merger".

ARTICLE II

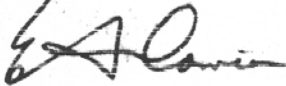
The parties to this Agreement of Merger have fully complied with Section 1701.84, Chapter 1701, Title 17 of the Revised Code of the State of Ohio. Approval of this Agreement of Merger by shareholders of Armco is not required.

B 100 1409
ARTICLE III

1. This merger shall be and become effective immediately after the close of business December 31, 1960, or the date of filing of this Agreement of Merger, whichever is later.
2. On the effective date of this Agreement of Merger, Armco shall, without further act or deed, succeed to and possess all the rights, privileges, immunities, powers, franchises and authority, as well of a public as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other choses in action belonging to each of the Constituent Corporations, shall be vested in Armco without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger but shall be thereafter as effectually the property of Armco as they were of the Constituent Corporations; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to Armco and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
3. On the effective date of this Agreement of Merger all certificates of capital stock of Subsidiary shall be surrendered and canceled and no shares of Armco shall be issued therefor.
4. The earned surplus of the Constituent Corporations shall constitute earned surplus of Armco.
5. The Amended Articles of Incorporation and Regulations of Armco in effect immediately prior to the effective date of this Agreement of Merger shall continue to be the articles and regulations of Armco.
6. Subsidiary hereby agrees that from time to time, as and when requested by Armco or by its successors or assigns, it will execute and deliver all such deeds and other instruments and will take or cause to be taken such further or other actions as Armco may deem necessary or desirable in order to vest or perfect in, or confirm of record or otherwise to, Armco title to and possession of all said property, rights, privileges, powers and franchises and otherwise to carry out the purposes of this Agreement of Merger.
7. Armco shall pay all the expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.
8. For the convenience of the parties and to facilitate the filing or recording of this Agreement of Merger, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be signed in their respective corporate names by their respective presidents or vice presidents and secretaries or assistant secretaries and their corporate seals to be hereunto affixed and attested by their respective secretaries or assistant secretaries all as of the day and year first above written.

Attest:




Secretary

ARMCO STEEL CORPORATION



President



Secretary

THE NATIONAL SUPPLY COMPANY

Attest:



Secretary



Vice President



Secretary

B 186 1411

The undersigned, vice president and secretary of The National Supply Company, an Ohio corporation, hereby certify, as such vice president and secretary, that the foregoing Agreement of Merger, after having been first duly approved by the board of directors of said The National Supply Company at a meeting duly convened on November 11, 1960 at the office of the corporation, 2 Gateway Center, Pittsburgh, Pennsylvania, was, on November 18, 1960, duly approved by the unanimous written consent of Armco Steel Corporation, an Ohio corporation, the sole shareholder of said The National Supply Company in accordance with the General Corporation Law of the State of Ohio.

Witness our hands this 5th day of December 1960.


Vice President

Attest:


Secretary

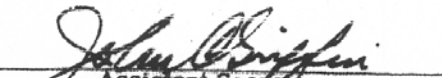

Secretary

The undersigned, vice president and assistant secretary of Armco Steel Corporation, an Ohio corporation, hereby certify as such vice president and assistant secretary, that the foregoing Agreement of Merger was duly approved by the board of directors of said Armco Steel Corporation at a meeting duly convened on December 2, 1960 at the office of the corporation, 703 Curtis Street, Middletown, Ohio, and that under the General Corporation Law of the State of Ohio approval by shareholders of the said Armco Steel Corporation, sole shareholder of The National Supply Company, an Ohio corporation, is not required.

Witness our hands this 5th day of December 1960.


Vice President

Attest:


Assistant Secretary


Assistant Secretary

B 186 1412

RECEIPT AND CERTIFICATE

Nº 20802

THE ARMCO STEEL CORPORATION

NAME

41657

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION

AMENDMENT

✓ MERGER/CONSOLIDATION

DISSOLUTION

AGENT

RE-INSTATEMENT

CERTIFICATES OF CONTINUED

EXISTENCE

MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE

AMENDMENT

SURRENDER OF LICENSE

APPOINTMENT OF AGENT

CHANGE OF PRINCIPAL OFFICE

RE-INSTATEMENT

FORM 7

PENALTY

MISCELLANEOUS FILINGS

ANNEXATION/INCORPORATION CITY
OR VILLAGE

RESERVATION OF CORPORATE NAMES

REGISTRATION OF NAME

REGISTRATION OF NAME RENEWALS

REGISTRATION OF NAME—CHANGE
OF REGISTRANTS ADDRESS

TRADE MARK

TRADE MARK RENEWAL

SERVICE MARK

SERVICE MARK RENEWAL

MARK OF OWNERSHIP

MARK OF OWNERSHIP RENEWAL

EQUIPMENT CONTRACT/CHattel
MORTGAGE

POWER OF ATTORNEY

SERVICE OF PROCESS

MISCELLANEOUS

ASSIGNMENT—TRADE MARK, MARK
OF OWNERSHIP, SERVICE MARK

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 16th day of December A. D. 19 60, and recorded on 13/86 at Frame 1412 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.



TED W. BROWN,
Secretary of State

Filed by and Returned To: John G. Griffin

Armco Steel Corporation

Middletown, Ohio

FEE RECEIVED: \$ 25.00

NAME THE ARMCO STEEL CORPORATION

3/2-62

B 186 1413

41657
APPROVED
By *[Signature]*
Date DEC 16 1960
Amount *2500*
912-62

AGREEMENT OF MERGER

Between

ARMCO STEEL CORPORATION
(an Ohio Corporation)

and

UNION WIRE ROPE CORPORATION
(an Ohio Corporation)

For the merger of Union Wire Rope Corporation into Armco Steel Corporation
pursuant to the provisions of Title 17, Chapter 1701, Section 1701.84 of the
Revised Code of the State of Ohio.

B 186 1414

AGREEMENT OF MERGER, dated the 5th day of December, 1960, by and between **ARMCO STEEL CORPORATION** (hereinafter sometimes referred to as "Armco"), and **UNION WIRE ROPE CORPORATION** (hereinafter sometimes referred to as "Subsidiary"),

WITNESSETH:

WHEREAS, Armco is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated on June 29, 1917, under the name of The American Rolling Mill Company, and Subsidiary is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated on December 18, 1957; and

WHEREAS, all the outstanding shares of Subsidiary are owned by Armco and neither Armco nor Subsidiary is insolvent; and

WHEREAS, the board of directors of each party hereto deems it advisable, for the general welfare and advantage of said corporations and their respective stockholders, that Subsidiary merge with and into Armco; and

WHEREAS, the board of directors of each party hereto has approved this Agreement of Merger:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto have agreed, and do hereby agree, each with the other, that Armco and Subsidiary shall be and they hereby are, merged into a single corporation, to wit, Armco, in the manner authorized and prescribed by the provisions of Section 1701.84 of the Revised Code of Ohio, as amended; and that the terms and conditions of the merger hereby agreed upon are and shall be as hereinafter set forth.

ARTICLE I

Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of Armco shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Subsidiary shall be merged into Armco, and Armco shall be fully vested therewith. The separate existence of Subsidiary, except in so far as it may be continued by statute, shall cease as soon as this agreement shall become effective, and thereupon Armco and Subsidiary shall become a single corporation, to wit, Armco, one of the parties hereto, which shall survive such merger and shall continue to exist under, and be governed by, the laws of the State of Ohio. Armco and Subsidiary are hereinafter sometimes referred to as the "Constituent Corporations", and the time at which the Constituent Corporations shall so become said single corporation is herein referred to as the "effective date of this Agreement of Merger".

ARTICLE II

The parties to this Agreement of Merger have fully complied with Section 1701.84, Chapter 1701, Title 17 of the Revised Code of the State of Ohio. Approval of this Agreement of Merger by shareholders of Armco is not required.

B 186 1415**ARTICLE III**

1. This merger shall be and become effective immediately after the close of business December 31, 1960, or the date of filing of this Agreement of Merger, whichever is later.

2. On the effective date of this Agreement of Merger, Armco shall, without further act or deed, succeed to and possess all the rights, privileges, immunities, powers, franchises and authority, as well of a public as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other choses in action belonging to each of the Constituent Corporations, shall be vested in Armco without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger but shall be thereafter as effectually the property of Armco as they were of the Constituent Corporations; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to Armco and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. On the effective date of this Agreement of Merger all certificates of capital stock of Subsidiary shall be surrendered and canceled and no shares of Armco shall be issued therefor.

4. The earned surplus of the Constituent Corporations shall constitute earned surplus of Armco.

5. The Amended Articles of Incorporation and Regulations of Armco in effect immediately prior to the effective date of this Agreement of Merger shall continue to be the articles and regulations of Armco.

6. Subsidiary hereby agrees that from time to time, as and when requested by Armco or by its successors or assigns, it will execute and deliver all such deeds and other instruments and will take or cause to be taken such further or other actions as Armco may deem necessary or desirable in order to vest or perfect in, or confirm of record or otherwise to, Armco title to and possession of all said property, rights, privileges, powers and franchises and otherwise to carry out the purposes of this Agreement of Merger.

7. Armco shall pay all the expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

8. For the convenience of the parties and to facilitate the filing or recording of this Agreement of Merger, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

B 186 1410


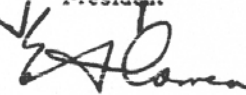
IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be signed in their respective corporate names by their respective presidents or vice presidents and secretaries or assistant secretaries and their corporate seals to be hereunto affixed and attested by their respective secretaries or assistant secretaries all as of the day and year first above written.

ARMCO STEEL CORPORATION

Attest:





Secretary


President

Secretary

UNION WIRE ROPE CORPORATION

Attest


Assistant Secretary
President

Assistant Secretary

B 186 1417

The undersigned, president and assistant secretary of Union Wire Rope Corporation, an Ohio corporation, hereby certify, as such president and assistant secretary that the foregoing Agreement of Merger, after having been first duly approved by the board of directors of said Union Wire Rope Corporation at a meeting duly convened on November 21, 1960 at the office of the corporation, 703 Curtis Street, Middletown, Ohio, was, on November 21, 1960, duly approved by the unanimous written consent of Armco Steel Corporation, an Ohio corporation, the sole shareholder of said Union Wire Rope Corporation in accordance with the General Corporation Law of the State of Ohio.

Witness our hands this 5th day of December, 1960.


President

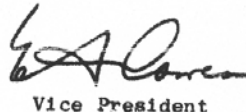

Assistant Secretary

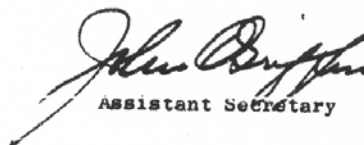
Attest:


Assistant Secretary

The undersigned, vice president and assistant secretary of Armco Steel Corporation, an Ohio corporation, hereby certify, as such vice president and assistant secretary that the foregoing Agreement of Merger was duly approved by the board of directors of said Armco Steel Corporation at a meeting duly convened on December 2, 1960 at the office of the corporation, 703 Curtis Street, Middletown, Ohio, and that under the General Corporation Law of the State of Ohio approval by shareholders of said Armco Steel Corporation, sole shareholder of Union Wire Rope Corporation, an Ohio corporation, is not required.

Witness our hands this 5th day of December, 1960.


Vice President


Assistant Secretary

Attest:


Assistant Secretary